

**Lead Application Information**

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.



# Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 12:40:01

File Number: 0003464799

FCC 603  
Main Form

## FCC Application for Assignments of Authorization and Transfers of Control: Wireless Telecommunications Bureau Public Safety and Homeland Security Bureau

Approved by OMB

3060 - 0800

See instructions for  
public burden estimate

### General Information

1) Application Purpose (Select only one) (TC)	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number:
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	( Y ) Yes No
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003463892
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	( Y ) Yes No
4) Are attachments being filed with this application?	( Y ) Yes No

### Fees and Waivers

5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	( N ) Yes No
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	( N ) Yes No
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	( N ) Yes No
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: _____

### Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	( N ) Yes No
8a) The Assignment of Authorization or Transfer of Control is:	( X ) Voluntary ( ) Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) / /
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	( N ) Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	( ) Yes No
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) / /
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	( ) Yes No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	( ) Yes No

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: ( T )

Sale or other assignment of assets

Court order

Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): \_\_\_\_\_

**Designated Entity Information** (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	( N ) <u>Yes</u> No
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	( Y ) <u>Yes</u> No
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	( N ) <u>Yes</u> No

**Competition-Related Information**

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	( Y ) <u>Yes</u> No
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	( Y ) <u>Yes</u> No
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in Item 14a) in the affected market(s)?	( Y ) <u>Yes</u> No

**Broadband Radio Service and Educational Broadband Service Information**

15a) Will the requested facilities be used to provide multichannel video programming?	( ) <u>Yes</u> No
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities?  If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <u>Yes</u> No
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?  If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <u>Yes</u> No

**Assignor/Licensee Information**

17) Assignor/Licensee is a(n) (Select One)					
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity	<input type="checkbox"/> Corporation	<input checked="" type="checkbox"/> Limited Liability Company
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium		
<input type="checkbox"/> Other: _____					
18) FCC Registration Number (FRN): 0004644894					
19) First Name (if individual):		MI:	Last Name:		Suffix:
20) Legal Entity Name (if not an individual): Virginia Cellular LLC					
21) Attention To: Wireless Regulatory Supervisor					
22) P.O. Box:		And /Or	23) Street Address: One Allied Drive, B2F02		
24) City: Little Rock			25) State: AR	26) Zip Code: 72202	
27) Telephone Number: (501)905-8555			28) Fax Number: (501)905-6193		
29) E-Mail Address: ACI.Wireless.Regulatory@alltel.com					

**30) Demographics of Assignor/Licensee (Optional):**

<b>Race:</b> <input type="checkbox"/> American-Indian-or-Alaska-Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic-or-Latino <input type="checkbox"/> Not Hispanic-or-Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
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**Assignor/Licensee Contact Representative**

31) First Name:		MI:	Last Name:		Suffix:
32) Company Name: Virginia Cellular LLC					
33) Attention To: Wireless Regulatory Supervisor					
34) P.O. Box:		And /Or	35) Street Address: One Allied Drive, B2F02		
36) City: Little Rock			37) State: AR	38) Zip Code: 72202	
39) Telephone Number: (501)905-8555			40) Fax Number: (501)905-6193		
41) E-Mail Address: ACI.Wireless.Regulatory@alltel.com					

**Transferor Information (for Transfers of Control only)**

42) Transferor is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input checked="" type="checkbox"/> Corporation <input checked="" type="checkbox"/> Limited Liability Company			
<input type="checkbox"/> Other: _____			
43) FCC Registration Number (FRN): 0016511974			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual): Atlantis Holdings LLC			
46) Attention To: Clive D. Bode, Esq.			
47) P.O. Box:	And /Or	48) Street Address: 301 Commerce Street, Suite 3300	
49) City: Fort Worth	50) State: TX	51) Zip Code: 76102	
52) Telephone Number: (817)871-4000		53) Fax Number:	
54) E-Mail Address: cbode@tpg.com			

**55) Demographics of Transferor (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
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**Transferor Contact Representative**

56) First Name: Kathleen	MI: Q	Last Name: Abernathy	Suffix:
57) Company Name: Akin Gump Strauss Hauer & Feld LLP			
58) Attention To:			
59) P.O. Box:	And /Or	60) Street Address: 1333 New Hampshire Ave. NW	
61) City: Washington	62) State: DC	63) Zip Code: 20036	
64) Telephone Number: (202)887-4125		65) Fax Number: (202)887-4288	
66) E-Mail Address: kabernathy@akingump.com			

**Assignee/Transferee Information**

67) Assignee/Transferee is a(n): (Select One)					
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity	<input type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company
<input checked="" type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium		
<input type="checkbox"/> Other: _____					
68) FCC Registration Number (FRN): 0003290673					
69) First Name (if individual):		MI:	Last Name:		Suffix:
70) Legal Entity Name (if not an individual): Cellco Partnership					
71) Attention To: Michael.Samsack					
72) Real Party in Interest FCC Registration Number (FRN): 0003290673					
73) Name of Real Party in Interest: Cellco Partnership					
74) P.O. Box:		And /Or	75) Street Address: 1300 Eye Street, NW -- Suite 400 West		
76) City: Washington		77) State: DC		78) Zip Code: 20005	
79) Telephone Number: (202)589-3768		80) Fax Number: (202)589-3750			
81) E-Mail Address: Michael.Samsack@VerizonWireless.com					

**82) Demographics of Assignee/Transferee (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
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**Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

83) First Name: Nancy		MI: J	Last Name: Victory		Suffix:
84) Company Name: Wiley Rein LLP					
85) Attention To:					
86) P.O. Box:		And /Or	87) Street Address: 1776 K Street, NW		
88) City: Washington		89) State: DC		90) Zip Code: 20006	
91) Telephone Number: (202)719-7344			92) Fax Number: (202)719-7049		
93) E-Mail Address: nvictory@wileyrein.com					

**Ownership Disclosure Information**

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	( <input checked="" type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
94b) If 94a is "Y", provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003467172

**Alien Ownership Information**

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	( <input checked="" type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
99b) If 99a is "Y", has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?  If 99b is "N", attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	( <input checked="" type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>

**Basic Qualification Information**

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling, the Assignee/Transferee ever been convicted of a felony by any state or federal court?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>



### Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

#### Typed or Printed Name of Party Authorized to Sign

103) First Name: CLIVE	MI: D	Last Name: BODE	Suffix: ESQ
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104) Title: VICE PRESIDENT

Signature:  
CLIVE D BODE ESQ

105) Date:  
06/13/2008

**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.  
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

## Assignee/Transferee Certification Statements

1)	The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
2)	The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3)	The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules. *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4)	The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
5)	The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6)	The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
7)	The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

## Typed or Printed Name of Party Authorized to Sign

106) First Name: John	MI: T	Last Name: Scott	Suffix: III
107) Title: VP Deputy General Counsel - Regulatory L			
Signature: John T Scott III			108) Date: 06/13/2008
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

**Authorizations To Be Assigned or Transferred**

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNKN714	CL - Cellular						Y
KNLG738	CW - PCS Broadband						Y
WHB526	CF - Common Carrier Fixed Point to Point Microwave						Y
WHB528	CF - Common Carrier Fixed Point to Point Microwave						Y
WHB533	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOP891	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOP892	CF - Common Carrier Fixed Point to Point Microwave						Y

Schedule for Licensees that Received Bidding Credits or  
Participate in the Installment Payment Plan,  
or Involving Licenses Won in Closed Bidding

Approved by OMB  
3060 - 0800  
See instructions for  
public burden estimate

For Purposes of Schedule A, Applicant is defined as the Assignee (Assignment of Authorization) or the post-transaction Licensee (Transfers of Control)

**Bidding Credits**

1) Have the full amount of bidding credits awarded with regard to each of the subject license(s) been paid as part of unjust enrichment payment(s) in previous transaction(s)?  If the response to Item 1 is 'Yes', Item 2 is not required to be completed.	( ) Yes <u>No</u>
2) With respect to each of the subject licenses, the Applicant: ( ) a) qualifies for the same designated entity status as the current Licensee ( ) b) qualifies for a different designated entity status than the current Licensee ( ) c) does not qualify for any designated entity status	

**Installment Payments**

3) Have all the installment payment obligations for each of the subject licenses been paid in full?  If the response to Item 3 is 'Yes', Item 4 is not required to be completed.	( Y ) Yes <u>No</u>
4) With respect to each of the subject licenses, the Applicant: ( ) a) qualifies for the same eligibility status for the installment payment plan as the current Licensee ( ) b) qualifies for a different eligibility status for the installment payment plan than the current Licensee ( ) c) does not qualify for the installment payment plan	

**Closed Bidding Licenses**

5) Have construction notifications been submitted as required by the Commission's Rules for each of the subject licenses?  If the response to Item 5 is 'Yes', Item 6 is not required to be completed.	( ) Yes <u>No</u>
6) With respect to each of the subject licenses, the Applicant: ( ) a) qualifies for closed bidding ( ) b) does not qualify for closed bidding	

## 7) Revenue and Asset Information for the Applicant

**Purpose** ((Check Modify if filing an Amendment application and changing the Revenue and Asset Information from what was provided on the original filing))

☐ Modify

### Gross Revenue Disclosure Most Recent Reportable Year

8a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period?  
If 'No', explain why in an attachment.

( ) Yes No

If 'Yes', provide the following information:

8b) Gross Revenues \$ \_\_\_\_\_ (Format: 99,999.99)

8c) Year End Date: \_\_\_\_\_ (Date Format: MM/DD/YYYY)

### One Year Prior to Most Recent Reportable Year

9a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period?  
If 'No', explain why in an attachment.

( ) Yes No

If 'Yes', provide the following information.

9b) Gross Revenues \$ \_\_\_\_\_ (Format: 99,999.99)

9c) Year End Date: \_\_\_\_\_ (Date Format: MM/DD/YYYY)

### Two Years Prior to Most Recent Reportable Year

10a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period?  
If 'No', explain why in an attachment.

( ) Yes No

If 'Yes', provide the following information.

10b) Gross Revenues \$ \_\_\_\_\_ (Format: 99,999.99)

10c) Year End Date: \_\_\_\_\_ (Date Format: MM/DD/YYYY)

### Average Gross Revenue

11) Average Gross Revenue of Reported Years: \$ \_\_\_\_\_ (Format: 99,999.99)

### Asset Disclosure

12) Total Assets as of Application Filing Date: \$ \_\_\_\_\_ (Format: 99,999.99)

### Financial Statements

13) Audited or Unaudited (Check One)

☐ The Applicant used audited financial statements.

☐ The Applicant used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or the equivalent.

**14) Revenue and Asset Information for the Disclosable Interest Holder (DIH)  
Purpose (Select One)**

<input type="checkbox"/> Add	<input type="checkbox"/> Modify	<input type="checkbox"/> Delete
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**15) Disclosable Interest Holder**

<input type="checkbox"/> Entity Name:				FCC Registration Number (FRN):
<input type="checkbox"/> Individual Name: First	MI	Last	Suffix	FCC Registration Number (FRN):

**Gross Revenue Disclosure  
Most Recent Reportable Year**

16a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	(    ) <u>Yes</u> <u>No</u>
If 'Yes', provide the following information:	
16b) Gross Revenues	\$ _____ (Format: 99,999.99)
16c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

**One Year Prior to Most Recent Reportable Year**

17a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	(    ) <u>Yes</u> <u>No</u>
If 'Yes', provide the following information:	
17b) Gross Revenues	\$ _____ (Format: 99,999.99)
17c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

**Two Years Prior to Most Recent Reportable Year**

18a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	(    ) <u>Yes</u> <u>No</u>
If 'Yes', provide the following information:	
18b) Gross Revenues	\$ _____ (Format: 99,999.99)
18c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

**Average Gross Revenue**

19) Average Gross Revenue of Reported Years: \$ _____ (Format: 99,999.99)
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**Asset Disclosure**

20) Total Assets as of Application Filing Date: \$ _____ (Format: 99,999.99)
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**Financial Statements**

21) Audited or Unaudited (Check One)  <input type="checkbox"/> The DIH used audited financial statements.  <input type="checkbox"/> The DIH used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or the equivalent.
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**22) Revenue and Asset Information for the Affiliate Purpose (Select One)**

<input type="checkbox"/> Add	<input type="checkbox"/> Modify	<input type="checkbox"/> Delete
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**15) Disclosable Interest Holder**

<input type="checkbox"/> Entity Name:				FCC Registration Number (FRN):
<input type="checkbox"/> Individual Name: First	MI	Last	Suffix	FCC Registration Number (FRN):

**Gross Revenue Disclosure  
Most Recent Reportable Year**

24a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	( ) <u>Yes</u> <u>No</u>
If 'Yes', provide the following information.	
24b) Gross Revenues	\$ _____ (Format: 99,999.99)
24c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

**One Year Prior to Most Recent Reportable Year**

25a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	( ) <u>Yes</u> <u>No</u>
If 'Yes', provide the following information.	
25b) Gross Revenues	\$ _____ (Format: 99,999.99)
25c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

**Two Years Prior to Most Recent Reportable Year**

26a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	( ) <u>Yes</u> <u>No</u>
If 'Yes', provide the following information.	
26b) Gross Revenues	\$ _____ (Format: 99,999.99)
26c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

**Average Gross Revenue**

27) Average Gross Revenue of Reported Years: \$ _____ (Format: 99,999.99)
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**Asset Disclosure**

28) Total Assets as of Application Filing Date: \$ _____ (Format: 99,999.99)
--

**Financial Statements**

29) Audited or Unaudited (Check One)
<input type="checkbox"/> The Affiliate used audited financial statements.
<input type="checkbox"/> The Affiliate used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or the equivalent.

**Closed Bidding/Designated Entity Eligibility**  
**Total Gross Revenues for Most Recent Reportable Year**

30a) Gross Revenues \$ \_\_\_\_\_ (Format: 99,999.99)  
30b) Year End Date: \_\_\_\_\_ (Date Format: MM/DD/YYYY)

**Total Gross Revenues for One Year Prior to Most Recent Reportable Year**

31a) Gross Revenues: \$ \_\_\_\_\_ (Format: 99,999.99)  
31b) Year End Date: \_\_\_\_\_ (Date Format: MM/DD/YYYY)

**Total Gross Revenues for Two Years Prior to Most Recent Reportable Year**

32a) Gross Revenues: \_\_\_\_\_ (Format: 99,999.99)  
32b) Year End Date: \_\_\_\_\_ (Date Format: MM/DD/YYYY)

**Total Aggregate Average Gross Revenues for Designated Entity**

33) Aggregate Average Gross Revenue: \$ \_\_\_\_\_ (Format: 99,999.99)

**Total Aggregate Average Gross Revenues for Closed Bidding**

34) Aggregate Average Gross Revenue: \$ \_\_\_\_\_ (Format: 99,999.99)

**Total Assets Disclosure for Closed Bidding**

35) Total Assets: \$ \_\_\_\_\_ (Format: 99,999.99)



Attachment(s):

Type	Description	Date Entered
O	<u>Exhibit 1</u>	06/07/2008

**Lead Application Information**

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.



# Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 12:39:24

File Number: 0003464796

FCC 603  
Main Form

## FCC Application for Assignments of Authorization and Transfers of Control: Wireless Telecommunications Bureau Public Safety and Homeland Security Bureau

Approved by OMB  
3060 - 0800

See Instructions for  
public burden estimate

### General Information

1) Application Purpose (Select only one) (TC)	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number:
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	( Y ) Yes No
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003463892
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	( Y ) Yes No
4) Are attachments being filed with this application?	( Y ) Yes No

### Fees and Waivers

5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	( N ) Yes No
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	( N ) Yes No
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	( N ) Yes No
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: _____

### Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	( N ) Yes No
8a) The Assignment of Authorization or Transfer of Control is:	( X ) Voluntary ( ) Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) / /
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	( N ) Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	( ) Yes No
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) / /
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	( ) Yes No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	( ) Yes No

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: ( T )

Sale or other assignment of assets

Court order

Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): \_\_\_\_\_

**Designated Entity Information** (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	( <u>  </u> ) <u>Yes</u> <u>No</u>
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	( <u>  </u> ) <u>Yes</u> <u>No</u>
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	( <u>  </u> ) <u>Yes</u> <u>No</u>

**Competition-Related Information**

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	( <u>Y</u> ) <u>Yes</u> <u>No</u>
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s) or sublease(s) in the same geographic area?	( <u>Y</u> ) <u>Yes</u> <u>No</u>
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	( <u>Y</u> ) <u>Yes</u> <u>No</u>

**Broadband Radio Service and Educational Broadband Service Information**

15a) Will the requested facilities be used to provide multichannel video programming?	( <u>  </u> ) <u>Yes</u> <u>No</u>
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities?  If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( <u>  </u> ) <u>Yes</u> <u>No</u>
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?  If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( <u>  </u> ) <u>Yes</u> <u>No</u>

**Assignor/Licensee Information**

17) Assignor/Licensee is a(n) (Select One)					
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity	<input type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company
<input type="checkbox"/> General Partnership	<input checked="" type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium		
<input type="checkbox"/> Other: _____					
18) FCC Registration Number (FRN): 0006147607					
19) First Name (if individual):		MI:	Last Name:		Suffix:
20) Legal Entity Name (if not an individual): Virginia RSA 2 Limited Partnership dba ALLTEL					
21) Attention To: Wireless Regulatory Supervisor					
22) P.O. Box:		And /Or	23) Street Address: One Allied Drive, B2F02		
24) City: Little Rock			25) State: AR	26) Zip Code: 72202-2177	
27) Telephone Number: (501)905-8555			28) Fax Number: (501)905-6193		
29) E-Mail Address: ACI.Wireless.Regulatory@alltel.com					

**30) Demographics of Assignor/Licensee (Optional):**

<b>Race:</b> <input type="checkbox"/> American-Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
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**Assignor/Licensee Contact Representative**

31) First Name:		MI:	Last Name:		Suffix:
32) Company Name: Virginia RSA 2 Limited Partnership dba ALLTEL					
33) Attention To: Wireless Regulatory Supervisor					
34) P.O. Box:		And /Or	35) Street Address: One Allied Drive, B2F02		
36) City: Little Rock			37) State: AR	38) Zip Code: 72202-2177	
39) Telephone Number: (501)905-8555			40) Fax Number: (501)905-6193		
41) E-Mail Address: ACI.Wireless.Regulatory@alltel.com					

**Transferor Information (for Transfers of Control only)**

42) Transferor is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input checked="" type="checkbox"/> Corporation <input checked="" type="checkbox"/> Limited Liability Company			
<input type="checkbox"/> Other: _____			
43) FCC Registration Number (FRN): 0016511974			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual): Atlantis Holdings LLC			
46) Attention To: Clive D. Bode, Esq.			
47) P.O. Box:	And /Or	48) Street Address: 301 Commerce Street, Suite 3300	
49) City: Fort Worth	50) State: TX	51) Zip Code: 76102	
52) Telephone Number: (817)871-4000		53) Fax Number:	
54) E-Mail Address: cbode@tpg.com			

**55) Demographics of Transferor (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
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**Transferor Contact Representative**

56) First Name: Kathleen	MI: Q	Last Name: Abernathy	Suffix:
57) Company Name: Akin Gump Strauss Hauer & Feld LLP			
58) Attention To:			
59) P.O. Box:	And /Or	60) Street Address: 1333 New Hampshire Ave, NW	
61) City: Washington	62) State: DC	63) Zip Code: 20036	
64) Telephone Number: (202)887-4125		65) Fax Number: (202)887-4288	
66) E-Mail Address: kabernathy@akingump.com			

**Assignee/Transferee Information**

67) Assignee/Transferee is a(n) (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company		
<input checked="" type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
68) FCC Registration Number (FRN): 0003290673			
69) First Name (if individual):	MI:	Last Name:	Suffix:
70) Legal Entity Name (if not an individual): Cellco Partnership			
71) Attention To: Michael Samsock			
72) Real Party in Interest FCC Registration Number (FRN): 0003290673			
73) Name of Real Party in Interest: Cellco Partnership			
74) P.O. Box:	And /Or	75) Street Address: 1300 Eye Street, NW – Suite 400 West	
76) City: Washington	77) State: DC	78) Zip Code: 20005	
79) Telephone Number: (202)589-3768		80) Fax Number: (202)589-3750	
81) E-Mail Address: Michael.Samsock@VerizonWireless.com			

**82) Demographics of Assignee/Transferee (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
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**Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

83) First Name: Nancy	MI: J	Last Name: Victory	Suffix:
84) Company Name: Wiley Rein LLP			
85) Attention To:			
86) P.O. Box:	And /Or	87) Street Address: 1776 K Street, NW	
88) City: Washington	89) State: DC	90) Zip Code: 20006	
91) Telephone Number: (202)719-7344		92) Fax Number: (202)719-7049	
93) E-Mail Address: nvictory@wileyrein.com			



**Ownership Disclosure Information**

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	( Y ) <u>Yes</u> <u>No</u>
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: <u>0003467172</u>

**Alien Ownership Information**

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	( N ) <u>Yes</u> <u>No</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	( N ) <u>Yes</u> <u>No</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	( N ) <u>Yes</u> <u>No</u>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( N ) <u>Yes</u> <u>No</u>
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	( Y ) <u>Yes</u> <u>No</u>
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?  If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	( Y ) <u>Yes</u> <u>No</u>

**Basic Qualification Information**

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	( N ) <u>Yes</u> <u>No</u>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	( N ) <u>Yes</u> <u>No</u>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	( N ) <u>Yes</u> <u>No</u>